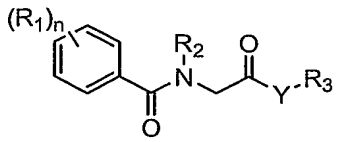
WE CLAIM:

1. A compound of Formula I:



in which:

Y is selected from O, NR_4 and S; wherein R_4 is selected from hydrogen, C_{1-6}alkyl, C_{1-6}alkoxy, halo-substituted-C_{1-6}alkyl, halo-substituted-C_{1-6}alkoxy, C_{6-10}aryl-C_{0-4}alkyl, C_{3-8}heteroaryl-C_{0-4}alkyl, C_{3-12}cycloalkyl-C_{0-4}alkyl and C_{3-8}heterocycloalkyl-C_{0-4}alkyl;

n is selected from 0, 1, 2, 3 and 4;

R_1 is selected from halo, hydroxy, nitro, cyano, C_{1-6}alkyl, C_{1-6}alkoxy, halo-substituted-C_{1-6}alkyl and halo-substituted-C_{1-6}alkoxy, $-XC(O)R_4$, $-XOC(O)R_4$, $-XC(O)OR_4$, $-XOR_4$, $-XS(O)_2R_4$, $-XS(O)R_4$, $-XSR_4$, $-XNR_4R_8$, $-XC(O)NR_4R_8$, $-XNR_4C(O)R_4$, $-XNR_4C(O)OR_4$, $-XNR_4C(O)NR_4R_8$, $-XNR_4C(NR_4R_4)NR_4R_8$, $-XP(O)(OR_4)OR_4$, $-XOP(O)(OR_4)OR_4$, $-XS(O)_2NR_4R_8$, $-XS(O)NR_4R_8$, $-XSNR_4R_8$, $-XNR_4S(O)_2R_4$, $-XNR_4S(O)R_4$, $-XNR_4SR_4$, $-XNR_4C(O)NR_4R_8$, - and $-XC(O)SR_4$; wherein X is a bond or C_{1-6}alkylene; and R_4 and R_8 are independently selected from hydrogen, C_{1-6}alkyl, C_{1-6}alkoxy, halo-substituted-C_{1-6}alkyl, halo-substituted-C_{1-6}alkoxy, C_{6-10}aryl-C_{0-4}alkyl, C_{3-8}heteroaryl-C_{0-4}alkyl, C_{3-12}cycloalkyl-C_{0-4}alkyl and C_{3-8}heterocycloalkyl-C_{0-4}alkyl; or R_4 and R_8 together with the nitrogen atom to which R_4 and R_8 are attached form C_{5-10}heteroaryl or C_{3-8}heterocycloalkyl; wherein any aryl, heteroaryl, cycloalkyl or heterocycloalkyl of R_4 or the combination of R_4 and R_8 is optionally substituted with 1 to 4 radicals independently selected from the group consisting of halo, hydroxy, cyano, nitro, C_{1-6}alkyl, C_{1-6}alkoxy, halo-substituted-C_{1-6}alkyl and halo-substituted-C_{1-6}alkoxy;

R_2 is selected from C_{6-10}aryl-C_{0-4}alkyl, C_{3-8}heteroaryl-C_{0-4}alkyl, C_{3-12}cycloalkyl-C_{0-4}alkyl and C_{3-8}heterocycloalkyl-C_{0-4}alkyl; wherein any aryl-alkyl, heteroaryl-alkyl, cycloalkyl-alkyl or heterocycloalkyl-alkyl of R_2 is optionally substituted by 1 to 5 radicals independently selected from halo, cyano-C_{0-6}alkyl, C_{1-6}alkoxy, halo-substituted-C_{1-6}alkyl, halo-substituted-C_{1-6}alkoxy, $-OXR_7$, $-OXC(O)NR_7R_8$, $-OXC(O)NR_7XC(O)OR_8$, -

$OXC(O)NR_7XOR_8$, $-OXC(O)NR_7XNR_7R_8$, $-OXC(O)NR_7XS(O)_{0-2}R_8$, $-OXC(O)NR_7XNR_7C(O)R_8$, $-OXC(O)NR_7XC(O)XC(O)OR_8$, $-OXC(O)NR_7R_9$, $-OXC(O)OR_7$, $-OXOR_7$, $-OXR_9$, $-XR_9$, $-OXC(O)R_9$, $-OXS(O)_{0-2}R_9$ and $-OXC(O)NR_7CR_7[C(O)R_8]_2$; wherein X is a selected from a bond and C_{1-6}alkylene wherein any methylene of X can optionally be replaced with a divalent radical selected from C(O), NR_7, $S(O)_2$ and O; R_7 and R_8 are independently selected from hydrogen, C_{1-6}alkyl, C_{1-6}alkoxy, halo-substituted-C_{1-6}alkyl, halo-substituted-C_{1-6}alkoxy, C_{6-10}aryl-C_{0-4}alkyl, C_{3-8}heteroaryl-C_{0-4}alkyl, C_{3-12}cycloalkyl-C_{0-4}alkyl and C_{3-8}heterocycloalkyl-C_{0-4}alkyl; R_9 is selected from C_{6-10}aryl-C_{0-4}alkyl, C_{5-10}heteroaryl-C_{0-4}alkyl, C_{3-12}cycloalkyl-C_{0-4}alkyl and C_{3-8}heterocycloalkyl-C_{0-4}alkyl; wherein any alkyl of R_9 can have a hydrogen replaced with $-C(O)OR_{10}$; and any aryl, heteroaryl, cycloalkyl or heterocycloalkyl of R_7, R_8 or R_9 is optionally substituted with 1 to 4 radicals independently selected from halo, cyano, hydroxy, C_{1-6}alkyl, C_{3-12}cycloalkyl, halo-substituted-C_{1-6}alkyl, C_{1-6}alkoxy, halo-substituted-C_{1-6}alkoxy, $-XC(O)OR_{10}$, $-XOR_{10}$, $-XR_{11}$, $-XOR_{11}$, $-XC(O)R_{11}$, $-XNR_{10}C(O)OR_{10}$, $-XNR_{10}C(O)R_{10}$, $-XNR_{10}S(O)_{0-2}R_{10}$, $-XS(O)_{0-2}R_{11}$, $-XC(O)R_{10}$, $-XC(O)NR_{10}R_{11}$, $-XC(O)NR_{10}OR_{10}$, $-XC(O)NR_{10}R_{10}$, $-XS(O)_{0-2}NR_{10}R_{10}$ and $-XS(O)_{0-2}R_{10}$; wherein R_{10} is independently selected from hydrogen, C_{1-6}alkyl and halo-substituted-C_{1-6}alkyl; and R_{11} is independently selected from C_{6-10}aryl, C_{3-8}heteroaryl, C_{3-12}cycloalkyl and C_{3-8}heterocycloalkyl;

R_3 is selected from C_{1-10}alkyl, C_{1-10}alkoxy, halo-substituted-C_{1-10}alkyl, halo-substituted-C_{1-10}alkoxy and C_{3-12}cycloalkyl optionally substituted with 1 to 3 C_{1-6}alkyl radicals; and the pharmaceutically acceptable salts, hydrates, solvates, isomers and prodrugs thereof.

2. The compound of claim 1 in which n is selected from 0, 1, 2 and 3; Y is O;

R_1 is selected from halo, C_{1-6}alkyl and halo-substituted-C_{1-6}alkyl;

R_2 is selected from C_{6-10}aryl-C_{0-4}alkyl, C_{3-8}heteroaryl-C_{0-4}alkyl and C_{3-12}cycloalkyl-C_{0-4}alkyl; wherein any aryl-alkyl, heteroaryl-alkyl or cycloalkyl-alkyl of R_2 is optionally substituted by 1 to 3 radicals independently selected from halo, hydroxyl, C_{1-6}alkoxy, halo-substituted-C_{1-6}alkyl, halo-substituted-C_{1-6}alkoxy, $-OXR_7$, $-OXC(O)NR_7R_8$, $-OXC(O)NR_7XC(O)OR_8$, $-OXC(O)NR_7XOR_8$, $-OXC(O)NR_7XNR_7R_8$, $-OXC(O)NR_7XS(O)_{0-}$

$_2R_8$, -OXC(O)$NR_7XNR_7C(O)R_8$, -OXC(O)$NR_7XC(O)XC(O)OR_8$, -OXC(O)NR_7R_9, -OXC(O)OR_7, -OXOR_7, -OXR_9, -XR_9, -OXC(O)R_9 and -OXC(O)$NR_7CR_7[C(O)R_8]_2$;wherein X is a selected from a bond and C_{1-6}alkylene; R_7 and R_8 are independently selected from hydrogen, cyano, C_{1-6}alkyl, halo-substituted-C_{1-6}alkyl, C_{2-6}alkenyl and C_{3-12}cycloalkyl-C_{0-4}alkyl; R_9 is selected from C_{6-10}aryl-C_{0-4}alkyl, C_{5-10}heteroaryl-C_{0-4}alkyl, C_{3-12}cycloalkyl-C_{0-4}alkyl and C_{3-8}heterocycloalkyl-C_{0-4}alkyl; wherein any alkyl of R_9 can have a hydrogen replaced with –C(O)OR_{10}; and any aryl, heteroaryl, cycloalkyl or heterocycloalkyl of R_9 is optionally substituted with 1 to 4 radicals independently selected from halo, C_{1-6}alkyl, C_{3-12}cycloalkyl, halo-substituted-C_{1-6}alkyl, C_{1-6}alkoxy, halo-substituted-C_{1-6}alkoxy, -$XC(O)OR_{10}$, -$XC(O)R_{10}$, -$XC(O)NR_{10}R_{10}$, -$XS(O)_{0-2}NR_{10}R_{10}$ and -$XS(O)_{0-2}R_{10}$; wherein R_{10} is independently selected from hydrogen and C_{1-6}alkyl; and R_3 is selected from C_{1-10}alkyl and C_{3-12}cycloalkyl optionally substituted with 1 to 3 C_{1-6}alkyl radicals.

3. The compound of claim 1 in which R_1 is selected from halo, methyl, ethyl and trifluoromethyl; and R_3 is selected from *t*-butyl, methyl-cyclopentyl, 1,1-dimethyl-propyl, 1-ethyl-1-methyl-propyl and methyl-cyclohexyl.

4. The compound of claim 1 in which R_2 is selected from phenyl, benzo[1,3]dioxolyl, cyclopentyl, benzoxazolyl, benzthiazolyl, 2,3-dihydro-benzo[1,4]dioxinyl, 2,3-dihydro-benzofuran, 1H-indazolyl, 1H-indolyl, naphthyl and 2-oxo-2,3-dihydro-1H-indol-5-yl; wherein any aryl-alkyl, heteroaryl-alkyl or cycloalkyl-alkyl of R_2 is optionally substituted by 1 to 3 radicals selected from halo, hydroxy, methoxy, trifluoro-methoxy, difluoro-methoxy, ethenyl, methyl-sulfanyl, methyl-carbonyl-amino, formamidyl, trifluoro-methyl, methyl, phenyl, oxazolyl, pyrazolyl, pyrrolidinyl-carbonyl, phenoxy, phenyl-carbonyl, pyridinyl, 1H-indolyl, pyrimidinyl, amino-carbonyl, dimethyl-amino, thiophenyl, methyl-sulphanyl, methyl-formamidyl, methyl-carbonyl, ethenyl, phenoxy, methoxy-carbonyl, benzoxy, isopropyl, furanyl, isopropyloxy, [1,3]dioxolanyl and cyano-methyl; wherein any aryl, heteroaryl or heterocycloalkyl substituent of R_2 is optionally substituted by 1 to 3 radicals selected from halo, methyl, cyano, carboxy, carboxy-methyl, cyano-methyl, methoxy, carbonyl-methyl, ethyl, trifluoro-methyl, hydroxy, isopropyl, methyl-sulfonyl-amino, dimethyl-amino-carbonyl, dimethyl-amino, amino-sulfonyl, chloro-

methyl-carbonyl-amino, diethyl-amino-carbonyl, 1-oxo-1,3-dihydro-isobenzofuran-5-yl, 4-oxo-piperidin-1-yl-carbonyl, benzyl-formamidyl, morpholino-carbonyl, cyclopropyl-formamidyl, isobutyl-formamidyl, ethyl-formamidyl, butoxy, ethoxy, benzyl, cyclopentyl-formamidyl, 2-methoxy-propionyl, methoxy-methyl-amino-carbonyl, methyl-carbonyl-amino, 2-oxo-piperidin-1-yl butyl, t-butyl, methyl-sulfonyl-amino, methoxy-methyl, benzo-amino-carbonyl, methoxy-carbonyl, methoxy-carbonyl-ethyl, ethoxy-carbonyl, ethoxy-carbonyl-methyl, phenoxy, hydroxy-methyl, t-butoxy-carbonyl, t-butoxy-carbonyl-amino, phenyl-sulfonyl, phenyl, acetyl-amino, methyl-sulfonyl, methoxy-carbonyl-amino, 1-carboxy-ethyl and trifluoro-methoxy.

5. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 in combination with a pharmaceutically acceptable excipient.

6. A method for treating a disease in an animal in which modulation of LXR activity can prevent, inhibit or ameliorate the pathology and/or symptomatology of the disease, which method comprises administering to the animal a therapeutically effective amount of a compound of Claim 1.

7. The method of claim 6 wherein the diseases or disorder are selected from cardiovascular disease, diabetes, neurodegenerative diseases and inflammation.

8. The use of a compound of claim 1 in the manufacture of a medicament for treating a disease or disorder in an animal in which LXR activity contributes to the pathology and/or symptomatology of the disease, said disease being selected from cardiovascular disease, diabetes, neurodegenerative diseases and inflammation.

9. A method for treating a disease or disorder in an animal in which modulation of LXR activity can prevent, inhibit or ameliorate the pathology and/or symptomatology of the disease, which method comprises administering to the animal a therapeutically effective amount of a compound of Claim 1.

10. The method of claim 9 further comprising administering a therapeutically effective amount of a compound of Claim 1 in combination with another therapeutically relevant agent.